

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE TRICOR DIRECT PURCHASER	:	
ANTITRUST LITIGATION	:	C.A. No. 05-cv-340-KAJ
	:	
THIS DOCUMENT RELATES TO:	:	
	:	
C.A. No. 05-cv-605-KAJ	:	
(CVS/Rite Aid)	:	

MOTION TO FILE AMENDED COMPLAINT UNDER SEAL

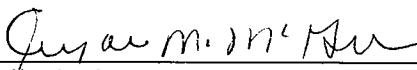
Plaintiffs hereby move for an Order permitting them to file their First Amended Complaint and Demand for Jury Trial in the above-captioned action under seal. This motion is necessary because the Amended Complaint contains information obtained from documents that defendants marked as highly confidential and that were produced to plaintiffs pursuant to Local Rule 26.2. Plaintiffs do not believe that the non-current, summary information contained in their Amended Complaint warrants confidential treatment and intend to move the Court to unseal the Amended Complaint once it has been filed.

WHEREFORE, plaintiffs respectfully request entry of the attached Order permitting them to file their Amended Complaint under seal.

PRICKETT, JONES & ELLIOTT, P.A.

OF COUNSEL:

Joseph Lukens
Hangley Aronchick Segal & Pudlin
One Logan Square
18th & Cherry Streets, 27th Floor
Philadelphia, PA 19103-6933
(215) 496-7032

By: 
Elizabeth M. McGeever (#2057)
1310 King Street
P.O. Box 1328
Wilmington, DE 19899
TEL: (302) 888-6500
Attorneys for Plaintiffs

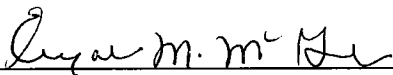
Dated: September 22, 2005

CERTIFICATE OF SERVICE

I, Elizabeth M. McGeever, hereby certify that on this 22nd day of September, 2005, I caused a copy of the foregoing MOTION TO FILE AMENDED COMPLAINT UNDER SEAL to be served on counsel for the parties via e-file:

<i>Via Facsimile & U.S. Mail</i> Steven C. Sunshine, Esquire Cadwalader, Wickersham & Taft LLP 1201 F Street, N.W., Suite 1100 Washington, D.C. 20004	<i>Via E-file</i> Mary B. Graham, Esquire Morris, Nichols, Arsht & Tunnell 1201 North Market Street, P.O. Box 1347 Wilmington, DE 19899
<i>Via Facsimile & U.S. Mail</i> William F. Cavanaugh, Jr., Esquire Patterson Belknap Webb & Tyler LLP 1133 Avenue of the Americas New York, NY 10036-6710	<i>Via Facsimile U.S. Mail</i> Frederick L. Cottrell, III, Esquire Anne Shea Gaza, Esquire Richards, Layton & Finger One Rodney Square, P.O. Box 551 Wilmington, DE 19899
<i>Via U.S. Mail</i> Paula L. Blizzard, Esquire Keker & Van Nest LLP 710 Sansome Street San Francisco, CA 94111	<i>Via U.S. Mail</i> Mary B. Matterer, Esquire Morris, James, Hitchens & Williams 222 Delaware Avenue, 10th Floor P.O. Box 2306 Wilmington, DE 19899-2306
<i>Via U.S. Mail</i> Josy W. Ingersoll, Esquire Young, Conaway, Stargatt & Taylor 1000 West Street, 17th Floor P.O. Box 391 Wilmington, DE 19899-0391	<i>Via U.S. Mail</i> Christopher T. Holding, Esquire Goodwin Proctor LLP Exchange Place 53 State Street Boston, MA 02109
<i>Via E-file</i> Jeffrey S. Goddess, Esquire Rosenthal Monhait Gross & Goddess P.O. Box 1070 Wilmington, DE 19899	<i>Via Facsimile & U.S. Mail</i> Bruce Gerstein, Esquire Adam Steinfeld, Esquire Garwin Gerstein & Fisher, LLP 1501 Broadway, Suite 1416 New York, NY 10036
<i>Via U.S. Mail</i> Bryan L. Clobes, Esquire Miller Faucher & Cafferty, LLP One Logan Square, Suite 1700 18 th & Cherry Streets Philadelphia, PA 19103	<i>Via U.S. Mail</i> Bernard Persky, Esquire Goodkin Labaton Rudoff & Sucharow 100 Park Avenue New York, NY 10017

<i>Via U.S. Mail</i> Pamela S. Tikellis, Esquire Chimicles & Tikellis, LLP One Rodney Square P.O. Box 1035 Wilmington, DE 19899	<i>Via E-file</i> Joseph T. Lukens, Esquire Hangley Aronchick Segal & Pudlin One Logan Square, 27 th Floor Philadelphia, PA 19103-6933
<i>Via E-file</i> Daniel Berger Eric L. Cramer Peter R. Kohn Berger & Montague, P.C. 1622 Locust Street Philadelphia, PA 19103	


Elizabeth M. McGeever (#2057)